

Exhibit D

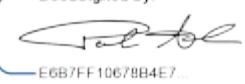


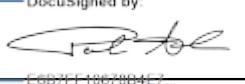
Terms of Investment

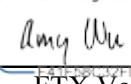
The following is a summary of the principal terms (“*Summary of Terms*”) with respect to the proposed investment to [Trans Island Airways Group]¹ (the “*Company*”).

Closing	Within 30 days of signing this proposal (the “ <i>Closing</i> ”).
Securities	Common stock (or the most senior class of stock) of the Company.
Investment	FTX will invest \$12 million at the Valuation.
Secondary Purchase	FTX will purchase \$5 million worth of shares from Paul Francis Aranha (CEO of the Company) at the Valuation.
Valuation	Price per share to be calculated based on a post-money valuation of \$42.5 million on a fully-diluted basis, which will include the conversion of all outstanding convertible instruments.
Confidentiality	This proposal and any related discussions and correspondence may not be disclosed by the Company to any party (other than to legal counsel and the accountants of the Company in order for such persons to render advice in connection with the proposed transaction, and other than to existing stockholders of the Company) without the prior written approval of FTX.
Binding Terms	Except for the provision labeled “Confidentiality”, which is explicitly agreed to be legally binding agreements among the parties hereto, this Summary of Terms is not intended to create any legally binding obligation on either party, and no such obligation shall be created unless and until the Investors have completed satisfactory due diligence and the parties have entered into definitive written agreements evidencing such agreement as described above.

The parties to this term sheet acknowledge their agreement to the terms contained herein.

 DocuSigned by:

 E6B7FF10679B4E7
 [Trans Island Airways Group]
 Date: 3/16/2022, 2022

 DocuSigned by:

 E6B7FF10679B4E7
 Paul Francis Aranha
 Date: 3/16/2022, 2022

 DocuSigned by:

 E6B7FF10679B4E8
 FTX Ventures
 Amy Wu

¹ Note to Company: please confirm full legal corporate name.